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CHICAGO • NEW YORK CITY • WASHINGTON, D.C. • ROSELAND, NJ

February 21, 2008

**VIA FEDEX**

Securities and Exchange Commission  
Division of Corporation Finance  
Office of International Corporate Finance  
100 F Street N.E.  
Washington, D.C. 20549



**PROCESSED**

FEB 26 2008

THOMSON  
FINANCIAL

**SUPPL**

Re: **File No. 82-34758**  
Henderson Group plc (f/k/a HHG plc) Exemption  
Pursuant to Rule 12g3-2(b) of the Securities Exchange Act of 1934, as amended

Ladies and Gentlemen:

This letter is being furnished to the Securities and Exchange Commission (the "Commission") on behalf of Henderson Group plc (f/k/a HHG plc), a company incorporated under the laws of England and Wales ("Henderson"), pursuant to Rule 12g3-2(b)(1)(iii) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). As required under the rule, the documents listed on the attached Schedule A includes information that Henderson has made or is required to be made public, distributed to security holders or filed with the UK Listing Authority, the UK Registrar of Companies, the Australian Stock Exchange or the Australian Securities Investment Commission. In accordance with paragraphs (b)(4) and (b)(5) of Rule 12g3-2, this letter and the documents furnished herewith are being furnished with the understanding that such letter and documents will not be deemed "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act, and that neither this letter nor the furnishing of such documents shall constitute an admission, for any purpose, that Henderson is subject to the Exchange Act.

Please feel free to contact me at your earliest convenience if you have any questions or need any additional information. In addition, please date stamp the enclosed copy of this cover letter and return it in the enclosed self-addressed, stamped envelope.

Very truly yours,

Corey L. Zarse

CLZ/mep  
Enclosures  
cc: Mr. Chris Yarbrough

CHICAGO/#1653101.8

## **SCHEDULE A**

**DOCUMENTS MADE OR REQUIRED TO BE MADE PUBLIC, DISTRIBUTED TO  
SECURITY HOLDERS OR FILED WITH THE UK LISTING AUTHORITY, THE  
UK REGISTRAR OR COMPANIES, THE AUSTRALIAN STOCK EXCHANGE OR  
THE AUSTRALIAN SECURITIES INVESTMENT COMMISSION  
BY HENDERSON GROUP PLC**

- Henderson Group plc – Update of Number of Securities Quoted on ASX, Voting Rights and Capital dated January 2, 2008
- Henderson Group plc – Notification of Major Interests in Shares issuer notified January 16, 2008

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GLENDALE



# Henderson Group plc

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ASX

## Update of number of securities quoted on ASX, Voting Rights and Capital

2 January 2008

The attached form provides an update to the number of CDIs quoted on the ASX and the net transfers to the CDI register during December 2007.

In conformity with Rule 5.6.1 of the UK Disclosure and Transparency Rules we would also like to notify the market of the following:

At 31 December 2007, Henderson Group plc's capital consisted of 724,504,573 shares with voting rights. Henderson Group plc holds 5,000,000 shares in Treasury.

Therefore, the total number of voting rights in Henderson Group plc was 719,504,573 as at 31 December 2007

The above figure, 719,504,573, may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, Henderson Group plc under the FSA's Disclosure and Transparency Rules.

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## Appendix 3B

### ***New issue announcement, application for quotation of additional securities and agreement***

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Henderson Group plc

ABN

30 106 988 836

We (the entity) give ASX the following information.

### ***Part 1 - All issues***

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |             |  |   |             |                     |            |               |             |                     |
|-------------|--|---|-------------|---------------------|------------|---------------|-------------|---------------------|
| 1           | +Class of +securities issued or to be issued   | CHESS Depositary Interests (CDIs)   |             |                     |            |               |             |                     |
| 2           | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <table><tr><td>439,619,894</td><td>At 30 November 2007</td></tr><tr><td>11,329,724</td><td>Net transfers</td></tr><tr><td>450,949,618</td><td>At 31 December 2007</td></tr></table> | 439,619,894 | At 30 November 2007 | 11,329,724 | Net transfers | 450,949,618 | At 31 December 2007 |
| 439,619,894 | At 30 November 2007  |   |             |                     |            |               |             |                     |
| 11,329,724  | Net transfers  |   |             |                     |            |               |             |                     |
| 450,949,618 | At 31 December 2007  |   |             |                     |            |               |             |                     |
| 3           | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | CDIs over fully paid ordinary shares quoted on the London Stock Exchange (LSE)  |             |                     |            |               |             |                     |

+ See chapter 19 for defined terms.

<p>4 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>N/A</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Net transfers of securities between CDIs and ordinary shares listed on LSE</p>				
<p>7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates</p>	<p>Various dates during December 2007</p>				
<p>8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="787 1255 1063 1297">Number</th> <th data-bbox="1063 1255 1320 1297"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="787 1297 1063 1495">450,949,618</td> <td data-bbox="1063 1297 1320 1495">CDIs</td> </tr> </tbody> </table>	Number	<sup>+</sup> Class	450,949,618	CDIs
Number	<sup>+</sup> Class				
450,949,618	CDIs				

<sup>+</sup> See chapter 19 for defined terms.

9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	*Class
		724,504,573	Fully paid ordinary shares quoted on the LSE
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as existing securities	

## Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the *securities will be offered	
14	*Class of *securities to which the offer relates	
15	*Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	
18	Names of countries in which the entity has *security holders who will not be sent new issue documents  <small>Note. Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	

+ See chapter 19 for defined terms.

- |    |   |  |
|----|---|--|
| 20 | Names of any underwriters   | <div style="border: 1px solid black; height: 30px;"></div> |
| 21 | Amount of any underwriting fee or commission  | <div style="border: 1px solid black; height: 30px;"></div> |
| 22 | Names of any brokers to the issue   | <div style="border: 1px solid black; height: 30px;"></div> |
| 23 | Fee or commission payable to the broker to the issue  | <div style="border: 1px solid black; height: 30px;"></div> |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders   | <div style="border: 1px solid black; height: 30px;"></div> |
| 25 | If the issue is contingent on *security holders' approval, the date of the meeting  | <div style="border: 1px solid black; height: 30px;"></div> |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  | <div style="border: 1px solid black; height: 30px;"></div> |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | <div style="border: 1px solid black; height: 30px;"></div> |
| 28 | Date rights trading will begin (if applicable)  | <div style="border: 1px solid black; height: 30px;"></div> |
| 29 | Date rights trading will end (if applicable)  | <div style="border: 1px solid black; height: 30px;"></div> |
| 30 | How do *security holders sell their entitlements <i>in full</i> through a broker?   | <div style="border: 1px solid black; height: 30px;"></div> |
| 31 | How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?  | <div style="border: 1px solid black; height: 30px;"></div> |

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+ See chapter 19 for defined terms.

32 How do +security holders dispose of their entitlements (except by sale through a broker)?

--

33 +Despatch date

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### **Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### **Entities that have ticked box 34(a)**

### **Additional securities forming a new class of securities**

*Tick to indicate you are providing the information or documents*

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 A copy of any trust deed for the additional +securities

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+ See chapter 19 for defined terms.



**Entities that have ticked box 34(b)**

38	Number of securities for which +quotation is sought					
39	Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

## Quotation agreement

- 1        \*Quotation of our additional \*securities is in ASX's absolute discretion. ASX may quote the \*securities on any conditions it decides.
- 2        We warrant the following to ASX.
- The issue of the \*securities to be quoted complies with the law and is not for an illegal purpose.
  - There is no reason why those \*securities should not be granted \*quotation.
  - An offer of the \*securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.  
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
  - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \*securities to be quoted and that no-one has any right to return any \*securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \*securities be quoted.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the \*securities to be quoted, it has been provided at the time that we request that the \*securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the \*securities to be quoted under section 1019B of the Corporations Act at the time that we request that the \*securities be quoted.
- 3        We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4        We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before \*quotation of the \*securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: .....  
(Director/Deputy Company Secretary)

Date: 2 January 2008

Print name: Wendy King

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+ See chapter 19 for defined terms.



Financial Services Authority

**TR-1: NOTIFICATION OF MAJOR INTERESTS IN SHARES**

<b>1. Identity of the issuer or the underlying issuer of existing shares to which voting rights are attached:</b>	Henderson Group plc
<b>2. Reason for the notification</b> (please tick the appropriate box or boxes)	
An acquisition or disposal of voting rights	<input checked="checked" type="checkbox"/>
An acquisition or disposal of financial instruments which may result in the acquisition of shares already issued to which voting rights are attached	<input type="checkbox"/>
An event changing the breakdown of voting rights	<input type="checkbox"/>
Other (please specify): _____	<input type="checkbox"/>
<b>3. Full name of person(s) subject to the notification obligation:</b>	ING Australia Holdings and Related Parties
<b>4. Full name of shareholder(s)</b> (if different from 3.):	
<b>5. Date of the transaction</b> (and date on which the threshold is crossed or reached if different):	12 December 2007
<b>6. Date on which issuer notified:</b>	16 January 2008
<b>7. Threshold(s) that is/are crossed or reached:</b>	Below 3%
<b>8. Notified details:</b>	

12 DEC 2007  
 16 JAN 2008  
 12 DEC 2007

## A: Voting rights attached to shares

Class/type of shares  if possible using the ISIN CODE	Situation previous to the Triggering transaction		Resulting situation after the triggering transaction				
	Number of Shares	Number of Voting Rights	Number of shares	Number of voting rights		% of voting rights	
			Direct	Direct	Indirect	Direct	Indirect
Ordinary Shares	47,193,427	47,193,427	20,592,150	20,592,150			2.84%

## B: Financial Instruments

Resulting situation after the triggering transaction				
Type of financial instrument	Expiration date	Exercise/ Conversion Period/ Date	Number of voting rights that may be acquired if the instrument is exercised/ converted.	% of voting rights

## Total (A+B)

Number of voting rights	% of voting rights
20,592,150	2.84%

**9. Chain of controlled undertakings through which the voting rights and/or the financial instruments are effectively held, if applicable:**

**Proxy Voting:**

**10. Name of the proxy holder:**

**11. Number of voting rights proxy holder will cease to hold:**

**12. Date on which proxy holder will cease to hold voting rights:**

**13. Additional information:**

ING Investment Management, L21, 83 Clarence St,  
Australia

Fax (61 2) 9276 6401

**14. Contact name:**

Jonathan Strauss

**15. Contact telephone number:**

**END**